THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BRITISH SKY BROADCASTING LIMITED

1. The Company's name is BRITISH SKY BROADCASTING LIMITED*

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:-

(1) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.

(2) To acquire any shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(3) To exercise and enforce all rights and powers conferred by or incident to the ownership of any shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and

*By a special resolution dated 30th June 1990 the name changed from Precis (1265) Limited to British Sky Broadcasting Limited

other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.

(4) To carry on business as a general commercial company.

(5) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.

(6) To acquire by any means any real or personal property or rights whatsoever and to use, exploit and develop the same.

(7) To conduct, promote and commission research and development in connection with any activities or proposed activities of the Company, and to apply for and take out, purchase or otherwise acquire any patents, patent rights, inventions, secret processes, designs, copyrights, trade marks, service marks, commercial names and designations, know-how, formulae, licences, concessions and the like (and any interest in any of them) and any exclusive or non-exclusive or limited right to use, and any secret or other information as to, any invention or secret process of any kind; and to use, exercise, develop, and grant licences in respect of, and otherwise turn to account and deal with, the property, rights and information so acquired.

(8) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, and to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.

(9) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, and deal with, any shares, stocks, debentures, bonds, notes and other securities, obligations and other investments of any nature whatsoever and any options or rights in respect of them; and otherwise to invest and deal with the money and assets of the Company.

(10) To lend money or give credit to such persons and on such terms as may seem expedient.

(11) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.

(12) To guarantee the performance of any obligation by any person whatsoever, whether or not for the benefit of the Company or in furtherance of any of its objects.

(13) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(14) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state, department or other authority (international, national, local, municipal or otherwise) for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members.

(15) To enter into any arrangements with any government, state, department or other authority (international, national, local, municipal or otherwise), or any other person, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, state, department, authority, or person, and to carry out, exercise and exploit, any charter, contract, decree, right, privilege or concession which the Company may think desirable.

(16) To do all or any of the following, namely -

(1) to establish, provide, carry on, maintain, manage, support, purchase and contribute to any pension, superannuation, retirement, redundancy, injury, death benefit or insurance funds, trusts, schemes or policies for the benefit of, and to give or procure the giving of pensions, annuities, allowances, gratuities, donations, emoluments, benefits of any description (whether in kind or otherwise), incentives, bonuses, assistance (whether financial or otherwise) and accommodation in such manner and on such terms as the Company thinks fit to, and to make payments for or towards the insurance of -

(a) any individuals who are or were at any time in the employment of, or directors or officers of (or held comparable or equivalent office in), or acted as consultants or advisers to or agents for -

(i) the Company or any company which is or was its parent company or is or was a subsidiary undertaking of the Company or any such parent company; or

(ii) any person to whose business the Company or any subsidiary undertaking of the Company is, in whole or in part, a successor directly or indirectly; or

(iii) any person otherwise allied to or associated with the Company;

(b) any other individuals whose service has been of benefit to the Company or who the Company considers have a moral claim on the Company; and

(c) the spouses, widows, widowers, families and dependants of any such individuals as aforesaid; and

(2) to establish, provide, carry on, maintain, manage, support and provide financial assistance to welfare, sports and social facilities, associations, clubs, funds and institutions which the Company considers likely to benefit or further the interests of any of the aforementioned individuals, spouses, widows, widowers, families and dependants.

(17) To establish, maintain, manage, support and contribute to any schemes or trusts for the acquisition of shares in the Company or its holding company by or for the benefit of any individuals who are or were at any time in the employment of, or directors or officers of, the Company or any company which is or was its parent company or is or was a subsidiary undertaking of the Company or any such parent company, and to lend money to any such individuals to enable them to acquire shares in the Company or in its parent company and to establish, maintain, manage and support (financially or otherwise) any schemes for sharing profits of the Company or any other such company as aforesaid with any such individuals.

(18) To subscribe or contribute (in cash or in kind) to, and to promote or sponsor, any charitable, benevolent or useful object of a public character or any object which the Company considers may directly or indirectly further the interests of the Company, its employees or its members.

(19) To pay and discharge all or any expenses, costs and disbursements, to pay commissions and to remunerate any person for services rendered or to be rendered, in connection with the formation, promotion and flotation of the Company and the underwriting or placing or issue at any time of any securities of the Company or of any other person.

(20) To issue, allot and grant options over securities of the Company for cash or otherwise or in payment or part payment for any real or personal property or rights therein purchased or otherwise acquired by the Company or any services rendered to, or at the request of, or for the benefit of, the Company or as security for, or indemnity for, or towards satisfaction of, any liability or obligation undertaken or agreed to be undertaken by or for the benefit of the Company, or in consideration of any obligation (even if valued at less than the nominal value of such securities) or for any other purpose.

(21) To procure the Company to be registered or recognised in any part of the world.

(22) To promote any other company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, or both, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.

(23) To dispose by any means of the whole or any part of the assets of the Company or of any interest therein.

(24) To distribute among the members of the Company in kind any assets of the Company.

(25) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(26) To do all such other things as may be deemed, or as the Company considers, incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that in this clause:-

(A) unless the context otherwise requires, words in the singular include the plural and vice versa;

(B) unless the context otherwise requires, a reference to a person includes a reference to a body corporate and to an unincorporated body of persons;

(C) references to "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible;

(D) a reference to anything which the Company thinks fit or desirable or considers or which may seem (whether to the Company or at large) expedient, conducive, calculated or capable, or to any similar expression connoting opinion or perception, includes, in relation to any power exercisable by or matter within the responsibility of the directors of the Company, a reference to any such thing which the directors so think or consider or which may so seem to the directors or which is in the opinion or perception of the directors;

(E) the expressions "subsidiary undertaking" and "parent company" have the same meaning as in section 258 of and Schedule 10A to the Companies Act 1985 or any statutory modification or re-enactment of it;

(F) the objects specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and accordingly shall not be in any way limited or restricted (except so far as otherwise expressly stated in any paragraph) by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and none of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into one hundred shares of £1 each.*

*By a special resolution dated 30th June 1990 the share capital was increased to £12,000,000.

THE COMPANIES ACT 1985
MEMORANDUM OF ASSOCIATION of
BRITISH SKY BROADCASTING GROUP LIMITED

1. The name of the Company is "MITNOTES LIMITED"*.

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:-

(A) To establish and carry on the business of direct broadcasting by satellite including but not limited to:-

(a) the provision of facilities for direct broadcasting by satellite for reception in the United Kingdom;

(b) the provision of television programming by direct broadcasting by satellite for reception in the United Kingdom;

(c) the provision in the United Kingdom of teletext transmissions (as defined in the Broadcasting Act 1981), data transmissions and all other services involving the use of broadcast satellite frequencies for the United Kingdom;

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* Name changed to BSB Limited on 11 August 1988.

o Name changed to British Satellite Broadcasting Limited on 1 April 1990.

* Name changed to British Sky Broadcasting Limited on 19 December 1990.

* Name changed to British Sky Broadcasting Group Limited by special resolution dated 30th June 1994

(d) the production and acquisition of programmes and programming for direct broadcasting by satellite and the marketing and exploitation by whatever means of all and any rights, goods and services acquired by the Company in or in connection with any such programme or programming, including the manufacture, production, purchase, sale, lease, licensing or other turning to account in any manner of merchandise, goods and services of all kinds for the purposes of such exploitation;

(e) the publication and/or turning to account in any manner whatsoever of all material whatsoever relating to the programming or data broadcast by the Company or to the technology owned or used by the Company for the purposes of its business; and

(f) entering into any requisite contracts with the Independent Broadcasting Authority or any successor to such authority and complying with the terms thereof.

(B) To carry on business as programme contractors, owners, managers and operators of television and sound broadcasting stations and studios, theatres and cinemas and as makers, directors, producers and distributors of television, sound radio, cinematograph and stage plays, performances, advertisements and programmes of all forms and descriptions and of any other form of public or private entertainment.

(C) To purchase or otherwise acquire copyright, including film, television, radio, video tapes and video discs and all other rights of and in any literary, dramatic, musical, theatrical, artistic, cinematographic, choreographic, phonographic, photographic and other works, sporting and other events and subjects and matters of all descriptions, and to enter into engagements with authors, dramatists, script writers, composers, musicians, actors, artists, journalists, sportsmen, sports

promoters, commentators, electrical, electronic and mechanical and recording engineers of any description and other persons for the purpose of making, recording, or otherwise producing photographic or cinematographic records, pictures or films, and for the production and representation or recording or reproduction of scenarios, film, plays, photographs, stage plays, television plays, radio plays, operas, pantomimes, songs, ballets, concerts, exhibitions, variety entertainments, musical, instructive or illustrational performances and entertainments and amusements of any kind and description.

(D) To carry out research, investigations and experimental work of every description in relation to the space satellite, cable television, telecommunication, electronic, electrical, television, film, sound and video industries.

(E) To purchase or otherwise acquire, hire, take on lease or licence, produce, manufacture, develop, experiment with, improve, convert, adapt, sell, operate, let out on hire, use, or otherwise deal in, equipment and apparatus of all sorts and descriptions whatever connected with television and radio, including but not limited to satellites, radio and television equipment for studios, studios or studio facilities, transmission, receiving outside broadcasting, public address systems, television and radio relay and recording.

(F) To exploit and turn to account all property, rights and privileges of the Company.

(G) To carry on any other trade or business whatsoever which can in the opinion of the Company be advantageously carried on by the Company in connection with or auxiliary to the general business of the Company or which is calculated directly or indirectly to enhance the value of or facilitate the realisation of any property or rights of the Company.

(H) To apply for, promote, acquire and hold any charter, Act of Parliament, monopoly of rights, privileges, licences, concessions or other rights from any sovereign government, government department, provincial or local authority, corporation or body in any part of the world or enter into arrangements with any such body as may be necessary or desirable for furthering the objects of the Company, or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem to the Company to be expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.

(I) To carry out such operations or deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or company) as may seem to the Company directly or indirectly to advance the interests of the Company.

(J) To enter into such commercial or other transactions in connection with any trade or business of the Company as may seem desirable to the Company for the purposes of the Company's affairs.

(K) To enter into contracts, agreements and arrangements with any person or company and to promote or procure the incorporation of any other company for the carrying out by such other person or company on behalf of the Company of any of the objects for which the Company is formed.

(L) To apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use,

exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to experiment with any such rights which the Company may propose to acquire.

(M) To invest and deal with the moneys of the Company not immediately required in any manner and hold and deal with any investment so made.

(N) To pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, share option and acquisition schemes, loans and other matters and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts (whether to or for the benefit of present or past Directors or employees of the Company or its predecessors in business or of any company which is a subsidiary company of the Company or is allied to or associated or connected with the Company or with any such subsidiary company or to or for the benefit of persons who are or were related to or connected with or dependants of any such Directors or employees) as may seem to the Company directly or indirectly to advance the interests of the Company.

(O) To draw, make, accept, indorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.

(P) To act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co-operation, joint venture or otherwise) with other persons or companies as may seem to the Company to advance the interests of the Company and to vest any property of the Company in any person or company on behalf of the Company and with or without any declaration of trust in favour of the Company.

(Q) To sell, lease, dispose of, grant rights over or otherwise deal with the undertaking, property or assets of the Company or any part thereof on such terms as the Company may decide, and to distribute any property or assets of the Company of whatever kind in specie among the members of the Company.

(R) To pay for any rights or property acquired by the Company and to remunerate any person or company, whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part, or by any other method the Company may think fit.

(S) To establish or promote companies and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose of and deal with, and guarantee the payment of interest, dividends and capital on, all or any of the shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue upon such terms as the Company may decide.

(T) To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary company of or otherwise under the control of the Company and generally to carry on the business of a holding company.

(U) To carry on through any subsidiary or associated company any activities which the Company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the Company may think fit.

(V) To raise or borrow money in such manner as the Company may think fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Company's undertaking, property and assets (whether present or

future), including its uncalled capital, for such purposes and in such circumstances and upon such terms and conditions as the Company may think fit.

(W) To lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, whether secured or unsecured, and whether in respect of the obligations of the Company or those of some other person or company, in such circumstances and upon such terms and conditions as the Company may think fit.

(X) Subject to and in accordance with due compliance with the provisions of Section 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(2) and/or Section 151(2) of the Act.

(Y) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.

(Z) To contribute to or support any public, general, political, charitable, benevolent or useful object, which it may seem to the Company to be in the interests of the Company or its members to contribute to or support.

(AA) To carry on business as a general commercial company.

(BB) To do all or any of the above things in any part of the world or in space whether as principals or agents or trustees or otherwise, either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.

(CC) To do all such other things as may be considered by the Company to further the interests of the Company or to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that (a) the objects set forth in each subclause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, (b) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated and whether domiciled in the United Kingdom or elsewhere, and (c) except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred; and (d) the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each."

* By a resolution passed by the Company on 29 March 1990 the share capital of the Company was increased to £120,000,000.

* By a resolution passed by the Company on 17th April 1990 the share capital of the Company was increased to £120,000,002.

* By a resolution passed by the Company on 14th November 1990 the share capital of the Company was increased to £240,000,004.

* By a resolution passed by the Company on 11th May 1991 the share capital of the Company was increased to £240,009,604.

ARTICLES OF ASSOCIATION

of

*BRITISH SKY BROADCASTING LIMITED

(adopted by Special Resolution dated
30th June 1994)

PRELIMINARY

1. (1) The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called 'Table A') shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles.

(2) Regulation 1 of Table A shall apply to the Company as if references in it to 'these regulations' included references to these articles; and these articles shall also be interpreted as if the Interpretation Act 1978 applied to them in the same manner as, and to the same extent to which, it applies to Table A.

(3) In these articles -

(a) references to a power are to a power of any kind, whether administrative, discretionary or otherwise; and

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* The name of the Company was changed by a Special Resolution dated 30th June 1994

(b) references to the seal are to the common seal (if any) of the Company and an official seal (if any) kept by the Company by virtue of Section 40 of the Act, or either of them as the case may require.

2. Regulations 24, 54, 57, 64, 94 to 97 (inclusive) and 118 in Table A shall not apply to the Company

ALLOTMENT OF SHARES

3. Subject to the provisions of the Act and these articles, the unissued shares in the Company shall be at the disposal of the directors, who may issue, offer, allot, grant options over or otherwise dispose of them to such persons and on such terms, subject to such rights or restrictions, as the directors think fit.

4. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

SHARE CERTIFICATES

5. Regulation 6 in Table A shall apply to the Company as if the words "shall be sealed with the seal and" were omitted.

TRANSFER OF SHARES

6. Regulation 23 in Table A shall apply to the Company as if the instrument of transfer of any share shown in the memorandum of association to have been taken by a subscriber to it need not be executed by or on behalf of the transferee, even where the share is not fully paid.

7. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.

NOTICE OF GENERAL MEETINGS

8. Notice of every general meeting shall be given to all members (other than any who, under the provisions of these articles or any restrictions attached to any shares, are not entitled to receive such notice) and to the auditors. The last sentence of Regulation 38 in Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

9. Where the Company has only one member, Regulation 40 in Table A shall apply to the Company as if the reference to two persons were a reference to one, and the word "each" were omitted.

VOTES OF THE MEMBERS

10. Subject to any rights or restrictions attached to any shares, on a show of hands every member who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote (provided that if he is present in more than one capacity he shall not have more than one vote on a show of hands), and on a poll every member shall have one vote for every share of which he is the holder.

DELIVERY OF PROXIES

11. Regulation 62 in Table A shall apply to the Company as if, after the words "in a manner so permitted", there were inserted the words "or in such other manner as the directors may determine".

DIRECTORS

12. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but, except where the Company has only one member, shall not be less than two.

APPOINTMENT RETIREMENT AND REMOVAL OF DIRECTORS

13. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 in Table A shall not apply to the Company.

14. A member or members holding a majority in nominal value of the issued shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, by its duly authorised representative, and delivered to the office or tendered at a meeting of the directors or a general meeting of the Company.

15. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

16. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.

17. The removal of a director under these articles shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.

18. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age, nor shall it be necessary by reason of his age to give special notice under the Act of any resolution appointing, reappointing or approving the appointment of a director.

PROCEEDINGS OF DIRECTORS

19. (1) A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a

matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.

19. (2) Any director may participate in a meeting of the directors by means of conference telephone or similar communications equipment whereby all the directors participating in the meeting can hear each other and the directors participating in this manner shall be deemed to be present in person at such meeting and shall accordingly be counted in the quorum and entitled to vote. All business transacted in such manner by the directors or a committee of the directors shall for the purpose of these articles be deemed to be validly and effectively transacted at a meeting of the directors or a committee of the directors notwithstanding that fewer than two directors or alternative directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

20. Where the Company has only one member and only one director, that director may exercise all the powers conferred on the directors by regulation 70 in Table A or otherwise by virtue of these articles, notwithstanding any restriction in Regulation 89 (as to the quorum for the transaction of the business of the directors) or regulation 90 (as to the purposes for which a sole continuing director may act).

DIVIDENDS

21. Regulation 106 in Table A shall apply to the Company as if, after the words "to the order of", there were inserted the words "or to".

INDEMNITY

22. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled -

(a) every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgment is given in his favour or in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission or from liability to pay any amount in respect of shares acquired by a nominee of the Company; and

(b) the directors may purchase and maintain insurance at the expense of the Company for the benefit of any director or other officer or auditor of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a director, officer or auditor.